

# Notice of Annual General Meeting

**This document is important and requires your immediate attention.**

If you are in any doubt as to the action you should take, you should consult your stockbroker, bank, solicitor, accountant, fund manager or other independent financial adviser authorised under the Financial Services and Markets Act 2000 if you are resident in the United Kingdom or, if not, another appropriately authorised independent financial adviser. If you have sold or otherwise transferred, or sell or otherwise transfer, all of your shares in Bridgepoint Group plc, please send this document, together with the accompanying form of proxy, as soon as possible to the purchaser or transferee or to the agent through whom the sale or transfer was effected for delivery to the purchaser or transferee.

**BRIDGEPOINT GROUP PLC (THE “COMPANY”)  
2025 NOTICE OF ANNUAL GENERAL MEETING**

Your attention is drawn to the letter from the Chair of the Company which is set out on page 2 of this document and which recommends that you vote in favour of the resolutions to be proposed at the Annual General Meeting.

Notice of an Annual General Meeting of the Company to be held at 11:30 a.m. (BST) on Thursday, 15 May 2025 at 5 Marble Arch, London, W1H 7EJ, United Kingdom is set out in this document. Shareholders will also find enclosed with this document a form of proxy for use in connection with the Annual General Meeting. **To be valid, the form of proxy should be completed, signed and returned in accordance with the instructions printed thereon as soon as possible and, in any event, so as to reach the Company’s registrars, Equiniti, by no later than 11:30 a.m. (BST) on Tuesday, 13 May 2025.**

## Bridgepoint Group plc

Incorporated and registered in England and Wales, Registration No. 11443992

### Board of Directors (the “Board”)

Tim Score (Chair)  
Raoul Hughes (Chief Executive Officer)  
Ruth Prior (Chief Financial Officer)  
Angeles Garcia-Poveda (Independent Non-Executive Director)  
Carolyn McCall (Independent Non-Executive Director)  
Archie Norman (Independent Non-Executive Director and Senior Independent Director)  
Cyrus Taraporevala (Independent Non-Executive Director)

### Registered office

5 Marble Arch  
London  
W1H 7EJ  
United Kingdom

Dear Shareholder,

## Annual General Meeting (“AGM”)

On behalf of the Board, I would like to invite you to the 2025 AGM of Bridgepoint Group plc on Thursday, 15 May 2025, the Notice of Meeting (“Notice”) for which is contained in this document. More information about the Group’s performance during 2024 and its strategy and governance can be found in the 2024 Annual Report.

## Attendance, voting and proxy appointment

If you hold any existing ordinary shares in the Company, you are entitled to attend and vote at the AGM. Voting at the AGM will be conducted by way of poll.

You will find enclosed the Form of Proxy for use at the AGM. Instructions in respect of the Form of Proxy can be found on pages 7 to 8 of this document. The Form of Proxy must be received by the Company’s registrars by 11:30 a.m. (BST) on Tuesday, 13 May 2025.

I would encourage you to exercise your right to vote and submit your proxy as early as possible.

The voting results will be announced shortly after the AGM and will also be available on the Company’s website ([www.bridgepointgroup.com](http://www.bridgepointgroup.com)).

## Board changes

Since the 2024 AGM, Ruth Prior was appointed as an Executive Director with effect from 1 September 2024, and William Jackson and Adam Jones resigned as Directors with effect from 1 July 2024 and 31 August 2024 respectively. In line with the provisions of the UK Corporate Governance Code and the Company’s articles of association, Ruth will stand for election for the first time and the other current Directors will stand for re-election at the AGM. The biographies of each of the Directors are set out on pages 71 to 74 of the 2024 Annual Report.

## Dividend

The Board is recommending for approval a final dividend of 4.6 pence per ordinary share for the year ended 31 December 2024.

If approved, this dividend will be payable on Thursday, 22 May 2025 to holders of ordinary shares on the register of members of the Company at the close of business on Friday, 25 April 2025.

## Directors’ remuneration policy

The Directors’ remuneration policy found on pages 92 to 99 of the Company’s 2024 Annual Report (the “Remuneration Policy”) has been prepared by the Remuneration Committee and sets out the policy of the Company with respect to the making of remuneration payments and payments for loss of office to the Directors. The Committee has taken care to ensure that the Remuneration Policy being put to shareholders is aligned to the Company’s purpose, values and culture and that remuneration is clearly linked to the successful delivery of our long-term strategy.

The Remuneration Policy has been designed to encourage long-term, sustainable growth and provide Executive Directors with competitive overall remuneration for the achievement of stretching performance targets aligned to delivering the business strategy.

The Remuneration Policy is required to be put to a shareholder vote at least every three years and was last approved by shareholders in 2022.

## Explanatory notes and recommendation

Explanatory notes for each of the resolutions proposed are set out on pages 5 to 8.

The Board considers that all of the resolutions as set out in the Notice are in the best interests of shareholders as a whole and the Board unanimously recommends that shareholders vote in favour of all of these resolutions, as the Directors intend to do with respect to their own beneficial holdings.



**Tim Score**  
Chair

# Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of the Company will be held at 5 Marble Arch, London, W1H 7EJ, United Kingdom at 11:30 a.m. (BST) on Thursday, 15 May 2025 for the purposes set out below. Resolutions 1 to 14 (inclusive) will be proposed as ordinary resolutions and resolutions 15 to 18 (inclusive) will be proposed as special resolutions.

## ORDINARY RESOLUTIONS

1. To receive the Company's audited financial statements for the financial year ended 31 December 2024, together with the Directors' Report, Strategic Report and the Auditor's Report on those financial statements.
2. To approve the Directors' Remuneration Report (excluding the Directors' Remuneration Policy as set out on pages 92 to 99) for the year ended 31 December 2024, as set out on pages 89 to 110 of the Company's 2024 Annual Report.
3. To approve the Directors' Remuneration Policy as set out on pages 92 to 99 of the Company's 2024 Annual Report.
4. To re-appoint Forvis Mazars LLP as auditor of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company at which accounts are laid.
5. To authorise the Audit and Risk Committee to determine the remuneration of the auditor of the Company.
6. To declare a final dividend of 4.6 pence per ordinary share for the year ended 31 December 2024.
7. To re-elect Raoul Hughes as a Director of the Company.
8. To elect Ruth Prior as a Director of the Company.
9. To re-elect Angeles Garcia-Poveda as a Director of the Company.
10. To re-elect Carolyn McCall as a Director of the Company.
11. To re-elect Archie Norman as a Director of the Company.
12. To re-elect Tim Score as a Director of the Company.
13. To re-elect Cyrus Taraporevala as a Director of the Company.
14. That, in accordance with section 551 of the Companies Act 2006 (the "Act"), the Directors be and are generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or convert any security into shares:
  - (a) up to an aggregate nominal amount of £13,732; and
  - (b) in addition, up to an aggregate nominal amount of £27,464 (such amount to be reduced by the aggregate nominal amount of any allotments or grants made under paragraph (a) of this resolution) in connection with a fully pre-emptive offer:
    - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing shareholdings; and
    - (ii) to holders of other equity securities as required by the rights of those securities or, subject to such rights, as the Directors otherwise consider necessary,and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter, such authorities to expire at the conclusion of the Company's next Annual General Meeting after this resolution is passed or, if earlier, at the close of business on 31 July 2026 but, in each case, so that the Company may, before the expiry of such authorities, make offers or agreements which would or might require shares to be allotted or rights to be granted after expiry of these authorities and so that the Directors may allot shares or grant rights in pursuance of any such offer or agreement notwithstanding that the authorities conferred by this resolution have expired.

## SPECIAL RESOLUTIONS

15. That, subject to resolution 14 being passed, in accordance with sections 570 and 573 of the Act, the Directors be and are generally empowered to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authorities granted by resolution 14 and/or to sell ordinary shares held by the Company as treasury shares for cash, in each case as if section 561 of the Act did not apply to any such allotment or sale, provided that such power shall be limited:
  - (a) to the allotment of equity securities and sale of treasury shares in connection with an offer of equity securities (but in the case of an allotment pursuant to the authority granted under paragraph (b) of resolution 14, such power shall be limited to the allotment of equity securities in connection with a fully pre-emptive offer):
    - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
    - (ii) to holders of other equity securities as required by the rights of those securities or, subject to such rights, as the Directors otherwise consider necessary, and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of any territory or any other matter;
  - (b) to the allotment (otherwise than in the circumstances set out in paragraph (a) of this resolution 15) of equity securities pursuant to the authority granted by paragraph (a) of resolution 14 or sale of treasury shares up to an aggregate nominal amount of £4,119; and
  - (c) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) or paragraph (b) of this resolution 15) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (b) above, such authority to be used only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Part 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

# Notice of Annual General Meeting *continued*

such power to expire at the conclusion of the Company's next Annual General Meeting after this resolution is passed or, if earlier, at the close of business on 31 July 2026 but, in each case, so that the Company may, before the expiry of such powers, make offers or agreements which would or might require equity securities to be allotted or rights to be granted or treasury shares to be sold after expiry of these powers and so that the Directors may allot equity securities or grant rights or sell treasury shares in pursuance of any such offer or agreement notwithstanding that the powers conferred by this resolution 15 have expired.

16. That, subject to resolution 14 being passed and in addition to any power granted under resolution 15, in accordance with sections 570 and 573 of the Act, the Directors be and are generally empowered to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authorities granted by resolution 14 and/or to sell ordinary shares held by the Company as treasury shares for cash, in each case as if section 561 of the Act did not apply to any such allotment or sale, provided that such power shall be:
- (a) limited to the allotment of equity securities pursuant to the authority granted by paragraph (a) of resolution 14 or sale of treasury shares up to an aggregate nominal value of £4,119 such authority to be used only for the purposes of financing (or refinancing, if the authority is to be used within 12 months of the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice; and
  - (b) limited to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) of this resolution 16) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (a) above, such authority to be used only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Part 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

such power to expire at the conclusion of the Company's next Annual General Meeting after this resolution is passed or, if earlier, at the close of business on 31 July 2026 but, in each case, so that the Company may, before the expiry of such powers, make offers or agreements which would or might require equity securities to be allotted or rights to be granted or treasury shares to be sold after expiry of these powers and so that the Directors may allot equity securities or grant rights or sell treasury shares in pursuance of any such offer or agreement notwithstanding that the powers conferred by this resolution 16 have expired.

17. That the Company be and is generally and unconditionally authorised to make one or more market purchases (within the meaning of section 693 of the Act) of ordinary shares in the capital of the Company pursuant to section 701 of the Act provided that:
- (a) the maximum aggregate number of ordinary shares authorised to be purchased is 82,393,098;
  - (b) the minimum price which may be paid for an ordinary share is the nominal value of an ordinary share at the time of such purchase;
  - (c) the maximum price which may be paid for an ordinary share (exclusive of expenses) is not more than the higher of:
    - (i) 105 per cent of the average of the middle market quotations for an ordinary share as derived from the London Stock Exchange plc's Daily Official List for the five business days immediately preceding the day on which the ordinary share is contracted to be purchased; and
    - (ii) the higher of the price of the last independent trade and the highest current independent bid on the trading venues where the purchase is carried out at the relevant time;
  - (d) this authority shall expire at the conclusion of the Company's next Annual General Meeting after this resolution is passed or, if earlier, at the close of business on 31 July 2026; and
  - (e) the Company may make a contract of purchase of ordinary shares under this authority which would or might be executed wholly or partly after the expiry of this authority, and may make a purchase of ordinary shares in pursuance of any such contract.
18. That a general meeting of the Company (other than an Annual General Meeting) may be called on not less than 14 clear days' notice.

## BY ORDER OF THE BOARD



**David Plant**  
Group Company Secretary

26 March 2025

Registered Office:  
5 Marble Arch  
London  
W1H 7EJ

## EXPLANATORY NOTES TO THE PROPOSED RESOLUTIONS

Resolutions 1 to 14 (inclusive) are proposed as ordinary resolutions, which means that for each of those resolutions to be passed, more than half of the votes cast must be cast in favour of the resolution. Resolutions 15 to 18 (inclusive) are proposed as special resolutions, which means that for each of those resolutions to be passed, at least three-quarters of the votes cast must be cast in favour of the resolution.

### RESOLUTION 1 – RECEIPT OF 2024 ANNUAL REPORT AND FINANCIAL STATEMENTS

The Directors are required to lay the Company's financial statements, the Strategic Report and the Directors' and Auditor's Reports on those financial statements (collectively, the "2024 Annual Report") before shareholders each year at the AGM. A copy of the 2024 Annual Report can be accessed on the Company's website at [www.bridgepointgroup.com](http://www.bridgepointgroup.com).

### RESOLUTION 2 – APPROVAL OF DIRECTORS' REMUNERATION REPORT

Resolution 2 seeks shareholder approval for the Directors' Remuneration Report (set out on pages 89 to 110 of the 2024 Annual Report). This resolution is an advisory vote, as provided by law, meaning that the Directors' entitlements to remuneration are not conditional upon the resolution being passed.

### RESOLUTION 3 – APPROVAL OF DIRECTORS' REMUNERATION POLICY

Resolution 3 seeks shareholder approval of the Directors' Remuneration Policy which is set out on pages 92 to 99 of the 2024 Annual Report. The vote on resolution 3 is binding in nature and, if approved, the Directors' Remuneration Policy will take effect from the end of the AGM.

Once the Directors' Remuneration Policy has been approved, the Company may not make a remuneration payment or payment for loss of office to a Director or former Director of the Company unless that payment is consistent with the approved Directors' Remuneration Policy, or has otherwise been approved by a shareholder resolution.

The Policy is required to be put to a shareholder vote at least every three years and was last approved by shareholders in 2022.

### RESOLUTION 4 – RE-APPOINTMENT OF AUDITOR

The Company is required to appoint auditors at each general meeting at which accounts are laid before shareholders, to hold office until the next such meeting.

The Audit and Risk Committee has reviewed the effectiveness, performance, independence and objectivity of the existing external auditor, Forvis Mazars LLP, on behalf of the Board, and concluded that the external auditor was in all respects effective.

This resolution proposes the re-appointment of Forvis Mazars LLP until the conclusion of the next AGM.

### RESOLUTION 5 – AUTHORITY TO AGREE AUDITOR'S REMUNERATION

This resolution seeks authority for the Audit and Risk Committee to determine the level of the auditor's remuneration.

### RESOLUTION 6 – DECLARATION OF FINAL DIVIDEND

Resolution 6 seeks shareholder approval for the declaration of a final dividend of 4.6 pence per ordinary share for the year ended 31 December 2024. The final dividend will, subject to shareholder approval, be paid on Thursday, 22 May 2025 to the holders of ordinary shares whose names are recorded on the register of members of the Company at the close of business on Friday, 25 April 2025.

### RESOLUTIONS 7 TO 13 (INCLUSIVE) – ELECTION AND RE-ELECTION OF DIRECTORS

Resolutions 7 to 13 relate to the election or re-election of the Directors by shareholders. In accordance with the UK Corporate Governance Code (the "Code") and the Company's Articles of Association (the "Articles"), every Director wishing to continue in office is required to stand for election or re-election at the AGM.

Biographical details of each Director can be found on pages 71 to 74 of the 2024 Annual Report. Each of the Non-Executive Directors standing for re-election is currently considered independent under the Code.

The Board is satisfied that each of the Directors proposed for election or re-election has the appropriate balance of skills, experience, independence and knowledge of the Company to enable them to discharge the duties and responsibilities of a Director effectively. Furthermore, the Board is satisfied that each Director continues to make an effective and valuable contribution and demonstrates commitment to their role.

### RESOLUTION 14 – AUTHORITY TO ALLOT SHARES

This resolution seeks shareholder approval to grant the Directors the authority to allot shares in the Company, or to grant rights to subscribe for or convert any securities into shares in the Company ("Rights"), pursuant to section 551 of the Act (the "Section 551 authority"). The authority contained in paragraph (a) of the resolution will be limited to an aggregate nominal amount of £13,732, being approximately one-third of the Company's issued ordinary share capital as at 24 March 2025 (being the latest practicable date prior to the publication of this notice).

In line with guidance issued by the Investment Association, paragraph (b) of this resolution would give the Directors authority to allot shares in the Company or grant Rights in connection with a fully pre-emptive offer up to aggregate nominal amount of £27,464 representing approximately two-thirds of the Company's issued ordinary share capital as at 24 March 2025. This resolution provides that such amount shall be reduced by the aggregate nominal amount of any allotments or grants under paragraph (a).

# Notice of Annual General Meeting *continued*

The Company does not hold any shares in treasury.

If approved, the Section 551 authority shall, unless renewed, revoked or varied by the Company, expire at the end of the Company's next AGM after the resolution is passed or, if earlier, at the close of business on 31 July 2026. The exception to this is that the Directors may allot shares or grant Rights after the authority has expired in connection with an offer or agreement made or entered into before the authority expired. The Directors have no present intention to exercise the Section 551 authority.

## **RESOLUTION 15 AND 16 – GENERAL AND ADDITIONAL DISAPPLICATION OF PRE-EMPTION RIGHTS**

These resolutions seek shareholder approval to grant the Directors the power to allot equity securities (as defined by section 560 of the Act) or sell treasury shares of the Company for cash pursuant to sections 570 and 573 of the Act without first offering them to existing shareholders in proportion to their existing shareholdings.

The purpose of Resolution 15 is to authorise the Directors to allot new shares and other equity securities of the Company or sell shares held in treasury for cash: (a) in connection with a fully pre-emptive offer, subject to any arrangements that the Directors consider appropriate to deal with, among other things, fractions and overseas requirements; (b) otherwise than pursuant to (a) up to an aggregate nominal value of £4,119, in each case without first making an offer to existing shareholders in proportion to their existing holdings; and (c) otherwise than pursuant to (a) and (b), up to an aggregate nominal value of 20% of the amount referred to in (b) for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Part 2B of the Pre-emption Group's Statement of Principles on Disapplying Pre-Emption Rights (the "Pre-Emption Group Principles"). The limit of £4,119 is equivalent to 10% of the total issued ordinary share capital of the Company (excluding treasury shares) as at 24 March 2025, being the latest practicable date prior to publication of this notice.

Resolution 16 is being proposed as a separate resolution to authorise the Directors to allot additional shares and other equity securities or sell shares held in treasury for cash up to a maximum nominal value of £4,119, (representing a further 10% of the issued ordinary share capital of the Company (excluding treasury shares) as at 24 March 2025, being the latest practicable date prior to publication of this notice) otherwise than in connection with a pre-emptive offer to existing shareholders (the "Acquisition/SCI Disapplication"). This authority is limited to allotments and sales for the purposes of financing acquisitions or specified capital investments contemplated by the Pre-Emption Group Principles (or refinancing any such acquisition or investment within twelve months after the original transaction). The Directors intend to use this authority only in connection with an acquisition or specified capital investment which is announced contemporaneously with the issue or which has taken place in the preceding 12-month period and is disclosed in the announcement of the issue. This resolution also disapplies pre-emption rights in relation to a further 20% of the amount subject to the Acquisition/SCI Disapplication for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Part 2B of the Pre-Emption Group Principles.

These disapplication authorities are in line with institutional shareholder guidance, in particular the Pre-Emption Group Principles. The Directors believe that it is appropriate to seek these authorities to give the Company the flexibility to raise further equity funding and to pursue acquisition opportunities as and when they arise, and to seek authority to make the follow-on offers so as to ensure that pre-emption is respected.

If approved, these powers shall apply until the end of the Company's next AGM after the resolutions are passed or, if earlier, until the close of business on 31 July 2026. The exception to this is that the Directors may allot equity securities after the power has expired in connection with an offer or agreement made or entered into before the power expired. The Directors have no present intention to exercise these powers and if ever used, the Directors intend to follow the shareholder protections and approach to follow-on offers as set out in Part 2B of the Pre-Emption Group Principles.

## **RESOLUTION 17 – AUTHORITY TO PURCHASE OWN SHARES**

This resolution seeks shareholder approval to grant the Company the authority to purchase its own shares pursuant to sections 693 and 701 of the Act.

This authority is limited to an aggregate maximum number of 82,393,098 ordinary shares, representing 10% of the Company's issued ordinary share capital as at 24 March 2025.

The maximum price which may be paid for an ordinary share (exclusive of expenses) will be an amount which is not more than the higher of: (i) 5% above the average of the middle market quotation for an ordinary share as derived from the Daily Official List of the London Stock Exchange for the five business days immediately preceding the day on which the ordinary share is purchased; and (ii) the higher of the price of the last independent trade and the highest current independent bid on the trading venue where the purchase is carried out at the relevant time.



If approved, the authority shall, unless varied, revoked or renewed, expire at the end of the Company's next AGM after the resolution is passed or, if earlier, at the close of business on 31 July 2026. The Directors have no present intention of exercising all or any of the powers conferred by this resolution and will only exercise their authority if it is in the interests of shareholders generally.

Ordinary shares purchased by the Company pursuant to the authority sought under this resolution will either be cancelled or held in treasury.

## **RESOLUTION 18 – NOTICE PERIOD FOR GENERAL MEETINGS OTHER THAN AGMS**

This resolution seeks shareholder approval to allow the Company to continue to call general meetings (other than AGMs) on 14 clear days' notice. In accordance with the Act, the notice period required for general meetings of the Company is 21 clear days unless shareholders approve a shorter notice period (subject to a minimum period of 14 clear days). In accordance with the Act, the Company must make a means of electronic voting available to all shareholders for that meeting in order to be able to call a general meeting on less than 21 clear days' notice.

The Company intends to only use the shorter notice period where this flexibility is merited by the purpose of the meeting and is considered to be in the interests of shareholders generally, and not as a matter of routine. AGMs will continue to be held on at least 21 clear days' notice.

The approval will be effective until the Company's next AGM, when it is intended that a similar resolution will be proposed.

### **Explanatory notes as to the proxy, voting and attendance procedures at the Annual General Meeting**

1. Any member entered on the register of members of the Company as at 6:30 p.m. (BST) on Tuesday, 13 May 2025 is entitled to attend the AGM and any holder of ordinary shares is entitled to vote. A member entitled to attend, speak and/or vote at the AGM is also entitled to appoint a proxy to exercise all or any of his/her rights to attend, speak and/or vote at the AGM in his/her place. Such a member may appoint more than one proxy, provided that each proxy is appointed to exercise the rights attached to different shares. A proxy need not be a member of the Company.
2. To be effective, a form of proxy must be completed and returned, together with any power of attorney or authority under which it is completed or a certified copy of such power or authority, so that it is received by the Company's registrars at the address specified on the form of proxy not less than 48 hours (excluding any part of a day that is not a working day) before the stated time for holding the meeting (or, in the event of an adjournment, not less than 48 hours before the stated time of the adjourned meeting (excluding any part of a day which is not a working day)). Returning a completed form of proxy will not preclude a member from attending the meeting and/or voting in person.
3. You may register your vote online by visiting Equiniti's website at [www.shareview.co.uk](http://www.shareview.co.uk). Shareholders who have already registered with Equiniti's online portfolio service, Shareview, can appoint their proxy electronically by logging on to their portfolio at [www.shareview.co.uk](http://www.shareview.co.uk) using your usual user ID and password. If you have not already registered you will require your Shareholder Reference Number which is set out on the enclosed form of proxy. Once logged in simply click "View" on the "My Investments" page, click on the link to vote then follow the on screen instructions. A proxy appointment made electronically will not be valid if sent to any address other than those provided or if received after 11:30 a.m. (BST) on Tuesday, 13 May 2025.
4. Any person to whom this notice is sent who is a person nominated under section 146 of the Act to enjoy information rights (a "Nominated Person") may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights. The statement of the rights of shareholders in relation to the appointment of proxies in paragraph 2 above does not apply to Nominated Persons. The rights described in paragraph 2 can only be exercised by the holders of shares in the Company.
5. To be entitled to attend and/or vote at the AGM (and for the purposes of the determination by the Company of the number of votes they may cast), members must be entered on the Company's register of members by 6:30 p.m. (BST) on Tuesday, 13 May 2025 (or, in the event of an adjournment, on the date which is two days, excluding any day which is not a working day, before the time of the adjourned meeting). Changes to entries on the register of members after this time shall be disregarded in determining the rights of any person to attend and/or vote at the meeting.
6. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual (available at [www.euroclear.com](http://www.euroclear.com)). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
7. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID number RA19) by 11:30 a.m. (BST) on Tuesday, 13 May 2025. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
8. CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST Personal Member, or sponsored member, or has appointed a voting service provider, to procure that his/her CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

# Notice of Annual General Meeting *continued*

9. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
10. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.
11. If you are an institutional investor you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to [www.proxymity.io](http://www.proxymity.io). Your proxy must be lodged by 11:30 a.m. (BST) on Tuesday, 13 May 2025 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.
12. As at 24 March 2025 (being the latest practicable date prior to the publication of this notice), the Company's issued ordinary share capital consists of 823,930,986 ordinary shares of £0.00005 each, carrying one vote each.
13. Under section 527 of the Act, members meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the AGM; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Act. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Act. Where the Company is required to place a statement on a website under section 527 of the Act, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under section 527 of the Act to publish on a website.
14. Any member, or other person who has been identified by a member as a person on whose behalf the member holds shares, attending the meeting has the right to ask questions. The Company must answer any such questions relating to the business being dealt with at the meeting, but no answer need be given if: (i) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information; (ii) the answer has already been given on a website in the form of an answer to a question; and/or (iii) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
15. Voting at the AGM will be by poll. The Chair will invite each ordinary shareholder, corporate representative and proxy present at the meeting to complete a poll card indicating how they wish to cast their votes in respect of each resolution. In addition, the Chair will cast the votes for which he has been appointed as proxy. Poll cards will be collected during the meeting. Once the results have been verified by the Company's registrar, Equiniti, they will be notified to the Financial Conduct Authority, announced through a Regulatory Information Service and will be available to view on the Company's website.
16. Under sections 338 and 338A of the Act, members meeting the threshold requirements in those sections have the right to require the Company:
  - (i) to give, to members of the Company entitled to receive notice of the AGM, notice of a resolution which may properly be moved and is intended to be moved at that meeting; and/or
  - (ii) to include in the business to be dealt with at that meeting any matter (other than a proposed resolution) which may be properly included in the business.

A resolution may properly be moved or a matter may properly be included in the business unless: (a) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company's constitution or otherwise); (b) it is defamatory of any person; or (c) it is frivolous or vexatious.

Such a request may be in hard copy form or in electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business, must be authenticated by the person or persons making it, must have been received by the Company no later than 1 April 2025, being the date six clear weeks before the AGM and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.
17. A copy of this notice, and other information required by section 311A of the Act, can be found at the Company's website ([www.bridgepointgroup.com](http://www.bridgepointgroup.com)).
18. You may not use an electronic address provided in either this Notice of AGM or any related documents (including the form of proxy) to communicate with the Company for any purposes other than those expressly stated.
19. The following documents will be available for inspection upon request at the Company's registered office during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted) from the date of this notice up to and including the date of the AGM and at the place of the AGM for 15 minutes prior to and during the meeting:
  - (a) copies of all service agreements under which Directors of the Company are employed by the Company or any subsidiaries; and
  - (b) a copy of the terms of appointment of the Non-Executive Directors of the Company.
20. Shareholders can contact the Company at [shareholders@bridgepoint.eu](mailto:shareholders@bridgepoint.eu) with further contact details found at the Company's website ([www.bridgepointgroup.com](http://www.bridgepointgroup.com)), where a copy of the Company's privacy policy can also be found.